## Edgar Filing: HERCULES OFFSHORE, INC. - Form 4

HERCULES OFFSHORE, INC. Form 4 November 03, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Reed Randal R Issuer Symbol HERCULES OFFSHORE, INC. (Check all applicable) [HERO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_Officer (give title (Month/Day/Year) below) below) 11 GREENWAY PLAZA, SUITE 11/01/2005 President Hercules Liftboat Co 2950 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77046 Person (State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 5. Amount of 6. Ownership 1.Title of 2. Transaction Date 2A. Deemed 3. 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Ownership (Instr. 4) (Instr. 4) Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Secur

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	)	Securities Acquired (A Disposed of (Instr. 3, 4,	(D)	(Month/Day/Year)		(Instr. 3 and 4)
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option to purchase Membership Interests	\$ 1,000	11/01/2005		J <u>(1)</u>	V		300	(2)	11/17/2014	Membership Interests
Option to purchase Common Stock	\$ 2.86	11/01/2005		J <u>(1)</u>	V	105,000		(2)	11/17/2014	Common Stock, par value \$0.01 per share
Option to purchase Common Stock	\$ 20	11/01/2005		А		75,000		(3)	11/01/2015	Common Stock, par value \$0.01 per share

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Reed Randal R 11 GREENWAY PLAZA, SUITE 2950 HOUSTON, TX 77046			President Hercules Liftboat Co				
Signatures							
/s/ Steven A. Manz, attorney-in-fact	11/03/20	05					
**Signature of Reporting Person	Date						
Explanation of Poenoneoe							

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On November 1, 2005, upon the conversion of Hercules Offshore, LLC from a limited liability company to a corporation named Hercules Offshore, Inc. (the "Company") the membership interests held by the reporting person were converted into shares of common stock, par value \$0.01 per share, of Hercules Offshore, Inc. (the "Common Stock") on the basis of 350 shares of Common Stock per membership

- value \$6.01 per share, of references of shore, inc. (the "common stock") on the basis of 550 shares of Common Stock per includes shares of Common Stock based on such conversion ratio. Each of these transactions is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to, without limitation, Rule 16b-7.
- (2) The stock option became immediately exercisable upon consummation of the Company's initial public offering.
- (3) The stock option will become exercisable in four equal amounts on the date of grant and on each of the first three anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.